

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.
Counsel to **Rock & Republic Enterprises, Inc.**
and **Triple R, Inc.**
Debtors and Debtors-in-Possession
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11

ROCK & REPUBLIC ENTERPRISES, INC., et al: Case No. 10-11728(AJG)
(Jointly Administered)
Debtors. :
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**ORDER GRANTING SECOND INTERIM ALLOWANCE OF
FEES AND EXPENSES**

Upon the second interim applications for allowance of compensation for professional services rendered and for reimbursement of out-of-pocket expenses incurred (the "Applications") filed by (i) Todtman, Nachamie, Spizz & Johns, P.C., attorneys for Rock & Republic Enterprises, Inc. ("R&R") and Triple R, Inc. ("TR"), the debtors and debtors-in-possession herein (collectively, the "Debtors"); (ii) Atlas Strategic Advisors, LLC, Investment Banker and Financial Advisor for the Debtors; (iii) Coleman Frost LLP, Special Litigation Counsel for R&R; (iv) Manderson, Schafer & McKinlay, LLP, Special Corporate Counsel for the Debtors; (v) Arent Fox LLP, Attorneys for the Official Committee of Unsecured Creditors; and (vi) FTI Consulting, Inc., Financial Advisors to the Official Committee of Unsecured Creditors (herein collectively referred

to as the “Professionals”); and it appearing that notice of the hearing on the Applications has been given to the United States Trustee, the Official Committee of Unsecured Creditors, all creditors and parties in interest in the Debtors’ Chapter 11 cases and all persons having filed a Notice of Appearance in either of these Chapter 11 cases; and it further appearing that such notice is adequate and that no other notice of the Applications need be given; and a hearing having been held on the Applications before this Court on February 9, 2011; and after due deliberation having been had herein, and upon the record made before me; and sufficient cause appearing therefor; it is hereby

ORDERED, that the Applications are granted to the extent set forth in the attached Schedule “A” pursuant to Bankruptcy Code Sections 327, 330 and 331.

Dated: New York, New York
February 9, 2011

s/Arthur J. Gonzalez
ARTHUR J. GONZALEZ
CHIEF UNITED STATES BANKRUPTCY JUDGE

SCHEDULE "A"

Case Name: Rock & Republic Enterprises, Inc. and Triple R, Inc.

Case No.: 10-11728 (Jointly Administered)

APPLICANT	APPLICATION PERIOD	DATE / DOCKET NO. OF APPLICATION	FEES INCURRED	FEES AWARDED	EXPENSES INCURRED	EXPENSES AWARDED
Todtman, Nachamie, Spizz & Johns, P.C. Attorneys for Debtors 425 Park Avenue New York, NY 10022	August 1, 2010 through November 30, 2010	12/30/2010 615	\$702,030.25	\$561,624.20	\$24,027.84	\$24,027.84
Atlas Strategic Advisors, LLC Investment Banker and Financial Advisor for the Debtors 140 East 45 th Street, 23 rd Fl New York, NY 10017	August 1, 2010 through November 30, 2010	12/29/2010 612	\$80,000.00	\$64,000.00	\$1,089.23	\$1,089.23
Coleman Frost LLP Special Litigation Counsel for Debtor Rock & Republic Enterprises, Inc. 429 Santa Monica Blvd. Suite 700 Santa Monica, CA 90401	August 1, 2010 through November 30, 2010	12/29/2010 611	\$333,652.50	\$266,922.00	\$126,068.56	\$126,068.56

APPLICANT	APPLICATION PERIOD	DATE / DOCKET NO. OF APPLICATION	FEES INCURRED	FEES AWARDED	EXPENSES INCURRED	EXPENSES AWARDED
Manderson, Schafer & McKinlay, LLP Special Corporate Counsel for the Debtors 4695 MacArthur Court, Suite 1270 Newport Beach, CA 92660	August 1, 2010 through November 30, 2010	12/30/2010 622	\$171,108.50	\$136,886.80	\$710.55	\$710.55
Arent Fox LLP Attorneys for Official Committee of Unsecured Creditors 1675 Broadway New York, NY 10019	August 1, 2010 through November 30, 2010	12/30/2010 623	\$411,090.00	\$328,872.00	\$9,769.60	\$9,769.60
FTI Consulting, Inc. Financial Advisors to the Official Committee of Unsecured Creditors Three Times Square New York, NY 10036	August 1, 2010 through November 30, 2010	12/30/2010 625	\$254,027.00	\$203,221.60	\$347.70	\$347.70

Date: 2/9/2011

Initials: AJG CUSBJ